

## Olde North Green Bay Neighborhood Association

### By-Laws

#### ARTICLE I-OFFICE

SECTION 1: The Corporation shall maintain, in the City of Green Bay and State of Wisconsin, a registered office and registered agent at such office.

#### ARTICLE II-MEMBERSHIP

SECTION 1: MEMBERS. Only adult residents, 18 years of age and over, of the City of Green Bay residing or operating a business in an area bounded on the North by Eastman Street, on the East by Elizabeth Street, on the South by University Avenue, and on the West by Quincy Street.

SECTION 2: VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to vote of the members. In no instance shall a member be entitled to more than one vote. Members must be present to vote or notify the board, in advance, they wish to vote by proxy.

#### ARTICLE III-MEMBERSHIP MEETINGS

SECTION 1: MEETINGS. Monthly meetings shall be held on the third Thursday of the month. There will be an annual meeting and election.

SECTION 2: VOTING. Published notice stating the place, date, and hour of any meeting of members shall be posted in a public place to entitle each member to vote at such meeting not less than five days before the date of such meeting. IN case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice.

SECTION 3: QUORUM. Three Board Officers shall constitute a quorum at such membership meeting and for any expenditure. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 4: PROXIES. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him/her by proxy. A proxy is to be effective for a single designated meeting. See Article III, Section 2: Voting.

#### ARTICLE IV-BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS. The business affairs of the corporation shall be managed by its Board of Directors and Officers.

- SECTION 2: BOARD MEMBERSHIP AND TENURE. The Board of Directors shall consist of five directors elected by the membership. Elected members of the board shall serve one year terms, or until their successors have been elected and qualified, except that at the initial election, one-half of the board members shall be chosen for a two-year term, continuing with one-half of the board elected each year.
- SECTION 3: BOARD MEETINGS. A regular annual meeting of the Board of Directors shall be held, without further notice than these by-laws, immediately after, and at the same place as the annual meeting of members.
- SECTION 4: NOMINATIONS. Nominations shall be received from the floor for candidates of the Board of Directors and/or Officers. Nominations for board candidates shall try to be equally divided throughout the geographic area of the neighborhood.
- SECTION 5: MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by stature, these by-laws, or the Articles of Incorporation.
- SECTION 6: VACCANCIES. Any vacancy occurring on the Board of Directors or any directorship shall be filled by the Board of Directors. Vacancies so filled shall be open for election at the next annual meeting of the members.
- SECTION 7: REMOVAL. Any Director may be removed from the board by majority vote of the Directors present constituting a quorum wherever that director has at least three unexcused absences from Board meetings or misconduct.
- SECTION 8: UNEXCUSED ABSENCE. Without prior notice given to President or emergency reason

#### ARTICLE V-ASSOCIATION OFFICERS

- SECTION 1: OFFICERS. The officers of the corporation shall be a president, a vice president, a treasurer, a secretary, and such other officers as shall be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of vice president.
- SECTION 2: ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors. Vacancies shall be filled by the Officers of the Association. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign.
- SECTION 3: PRESIDENT. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the members, he/she shall be in charge of the business and affairs of the corporation. He/she shall see be in charge of the business and affairs of the corporation. He/she shall see that the resolutions and directives of the members are carried into effect, except in those instances in which that responsibility is

assigned to some other person by the members. He/she shall preside at all meetings of the members. Except in those instances in which the authority to execute is expressly prescribed by the members or these bylaws, he/she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the members have authorized to be executed, and he/she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary or any other officer whereunto authorized by the members according to the requirements of the form of the instrument.

SECTION 4: VICE PRESIDENT. The vice president shall assist the president in the discharge of his/her duties and the president may direct and shall perform such other duties as from time to time may be assigned to him/her by the president or by the members. In the absence of the president or in event of duties of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation and a different mode of execution is expressly prescribed by the members or these bylaws, the vice president may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the members has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary or any officer whereunto authorized by the members, according to the requirements of the form of the instrument.

SECTION 5: TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He/she shall:

- a. Have charge of and be responsible for maintenance of adequate books of account for the corporation.
- b. Have charge and custody of all fund and securities of the corporation and be responsible therefore and for the receipt and disbursement thereof; and
- c. Perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the members.

If required by the members, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the members shall determine.

SECTION 6: SECRETARY. The secretary shall record the minutes of the meetings of the members and of the officers; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the members.

## ARTICLE VI-COMMITTEES

SECTION 1: STANDING COMMITTEES. The members may designate the committees it believes necessary to carry out the purposes of this corporation. Standing committees shall consist of :

- a. Social
- b. Neighborhood Aesthetics
- c. Newsletter and Communications

Committees shall have and exercise the authority of the members in the management of the corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the officers or any individual director of any responsibility imposed upon it or himself/herself by law. Board committees, other than the foregoing standing committees, may be appointed subject to the approval of membership.

SECTION 2: SPECIAL COMMITTEES. Special committees not having and exercising the authority of the members in the corporation may be designated by a resolution adopted by a majority of the members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation; and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the corporation shall be served by such removal. Special committees shall report to standing committees, which report to the members or officers.

SECTION 3: COMMITTEE TERM. Each member of a standing or special committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4: CHAIRPERSON. One member of each committee shall be appointed chairperson.

SECTION 5: VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6: QUORUM. Unless otherwise provided in the resolution of the board of directors designating a committee, one third of the whole committees shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committees.

#### ARTICLE VII-GENERAL PROVISIONS

SECTION 1: FISCAL YEAR. The fiscal year of the corporation shall be fixed by resolution of the members or officers.

- SECTION 2: CONTRACTS. The members or officers may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- SECTION 3: CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by at least two officers or at least two agents of the corporation and in such manner as shall from time to time be determined by resolution of the members in the absence of such determination by members, such instruments shall be signed by the treasurer. Checks over \$100.00, however, must have approval of the Board of Directors or officers.
- SECTION 4: DEPOSITS. All funds of the corporation shall be deposited to the credit of the corporation in such banks or other depositories as the Board of Directors or officers may select.
- SECTION 5: GIFTS. The officers may accept, on behalf of the corporation, and contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

#### ARTICLE VIII-BOOKS AND RECORDS

- SECTION 1: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Officers, and committees having any of the authority of the members or officers. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

#### ARTICLE X-ROBERTS RULES

*Roberts Rules of Order, Revised*, shall be the authority to decide all questions of order not provided for by these bylaws.

#### Bylaws History:

Adopted- 2000

Revised- May, 2004

Revisions Adopted-

